

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CRYSTALLEX INTERNATIONAL CORP.,)
)
 Plaintiff,)
)
 v.) Misc. No. 17-151-LPS
)
 BOLIVARIAN REPUBLIC OF VENEZUELA,)
)
 Defendant.)
)

**PROPOSED CONSENT ORDER
REGARDING RESOLUTION OF OUTSTANDING
OBJECTIONS TO PROPOSED SALE PROCEDURES ORDER**

WHEREAS, on November 8, 2021, this Court held a hearing to consider Objections¹ to the *Second Revised Proposed Order (A) Establishing Sale and Bidding Procedures, (B) Approving Special Master's Report and Recommendation Regarding Proposed Sale Procedures Order, (C) Affirming Retention of Evercore as Investment Banker by Special Master and (D) Regarding Related Matters* [D.I. 391] (as subsequently revised by [D.I. 411-1], the “***Proposed Sale Procedures Order***”)² filed by the Sale Process Parties;

WHEREAS, on March 2, 2022, this Court issued an *Opinion* [D.I. 443] (“***March 2022 Opinion***”) in which this Court, among other things, (i) ruled on certain of the Objections to the Proposed Sale Procedures Order and (ii) directed the Special Master to submit a revised Proposed

¹ “Objections” as used herein refers to all filings associated with the following docket entries, some of which were received by the Court during or after the November 8, 2021 hearing: D.I. 316, 317, 319, 339, 340, 341, 343, 385, 386, 397, 406, 408, 418, 419, 421, and 423. (Redacted versions of certain of the same are located at D.I. 354, 355, 356, 357, 360, 366, and 367.)

² Capitalized terms used but not defined shall have the meaning ascribed to such terms below or, if not defined below, the meaning ascribed to such terms in the Proposed Sale Procedures Order.

Sale Procedures Order consistent with the March 2022 Opinion (the “*Revised Proposed Sale Procedures Order*”);

WHEREAS, on March 7, 2022 and March 9, 2022, the Special Master and the Sale Process Parties met and conferred to discuss the proposed process for submission of the Revised Proposed Sale Procedures Order and the process for resolving any remaining ripe objections;

WHEREAS, to facilitate the Court’s resolution of outstanding Objections to the Proposed Sale Procedures Order, the Special Master and the Sale Process Parties have agreed on the timeline and briefing schedule set forth in this Order for the filing of a further Revised Proposed Sale Procedures Order and any objections and responses thereto;

WHEREAS, each of the Sale Process Parties has agreed to this Court’s entry of this Order;

NOW, THEREFORE, IT IS HEREBY DECREED AND ORDERED:

1. The Special Master and his Advisors shall prepare a Revised Proposed Sale Procedures Order consistent with the Court’s ruling in the March 2022 Opinion and shall share a draft of such Revised Proposed Sale Procedures Order with the Sale Process Parties by no later than **March 18, 2022**.

2. The Special Master and his Advisors shall consult with the Sale Process Parties regarding proposed revisions to the draft Revised Proposed Sale Procedures Order and shall incorporate feedback therein as the Special Master deems appropriate.

3. After consultation with the Sale Process Parties, the Special Master shall file the Revised Proposed Sale Procedures Order with the Court by no later than **March 31, 2022**.

4. If, following submission of the Revised Proposed Sale Procedures Order, any Sale Process Party’s objection(s) to the Proposed Sale Procedure Order remain(s) unresolved by the Opinion or the Revised Proposed Sale Procedure Order, then such Sale Process Party may renew

its unresolved objection(s) by April 11, 2022 (each submission, a “*Renewed Objection*,” and the date on which the Renewed Objections are due, the “*Objection Deadline*”). Each Renewed Objection shall be a maximum of 10 pages in length and shall be solely limited to issues and arguments raised in previous Objections. For the avoidance of doubt, each Renewed Objection may contain argument by reference to previously filed objections to the Proposed Sale Procedures Order filed with this Court or presented at oral argument on November 8, 2021, without requiring re-presentation in full.


5. Any response to a Renewed Objection from the Special Master or a Sale Process Party shall be filed no later than April 21, 2022 (each, a “*Response*”). Each Response, if any, shall be a maximum of 10 pages in length. Like the Renewed Objections, each Response may include argument by reference to previous arguments presented to this Court.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Special Master is authorized to take all reasonable steps necessary or appropriate to carry out this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: March 11, 2022
Wilmington, Delaware


HONORABLE LEONARD P. STARK